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Attorneys for Defendant
 Steven E. Rindner

**UNITED STATES DISTRICT COURT
 SOUTHERN DISTRICT OF NEW YORK**

SECURITIES AND EXCHANGE COMMISSION, :

Plaintiff, :

No. 08 cv 4612 (SWK)

v. :

JOHN MICHAEL KELLY, STEVEN E.
 RINDNER, JOSEPH A. RIPP, and
 MARK WOVSANIKER, :

Defendants. :

**DECLARATION OF
 JONATHAN C. DRIMMER
 IN SUPPORT OF MOTION TO
 DISMISS COMPLAINT OF
 PLAINTIFF SECURITIES &
 EXCHANGE COMMISSION**

I, Jonathan C. Drimmer, hereby declare as follows:

1. I am a partner with the law firm of Steptoe & Johnson LLP, and I represent Defendant Steven E. Rindner in the above-captioned action.
2. Attached hereto is a copy of the following exhibit submitted in connection with Steven Rindner's Motion to Dismiss the Complaint of Plaintiff Securities & Exchange Commission:

Exhibit 1: Tolling Agreement between Steven E. Rindner and the Securities & Exchange Commission, Division of Enforcement

3. I declare under penalty of perjury that the foregoing is true and correct. Executed this 5th day of September, 2008.

s/ Jonathan C. Drimmer
Jonathan C. Drimmer

EXHIBIT 1

TOLLING AGREEMENT

WHEREAS, Steven E. Rindner, through his counsel, has expressed an interest in conducting discussions with the Division of Enforcement ("Division") of the United States Securities and Exchange Commission ("Commission"), with respect to the Commission's investigation entitled In the Matter of AOL Time Warner Inc. (the "investigation");

ACCORDINGLY, AND FOR THEIR MUTUAL BENEFIT, IT IS HEREBY AGREED by and between the parties that:

1. any statute of limitations applicable to the filing of a civil enforcement action (the "proceeding") against Steven E. Rindner or any other action or proceeding brought by or on behalf of the Commission or to which the Commission is a party arising out of the investigation ("any related proceedings"), including any sanctions or relief that may be imposed therein, is tolled for the period beginning on December 20, 2005 and ending at midnight on July 31, 2007 (the "tolling period");
2. Steven E. Rindner and any of his agents or attorneys will not assert that the Commission's failure to commence the proceeding or any related proceedings during the tolling period gives him any grounds for (a) asserting any statute of limitations as a defense to the proceeding or any related proceedings, or any sanctions or relief to be imposed therein, or (b) raising in any way any statute of limitations or any failure to commence the proceeding or any related proceedings during the tolling period as a defense to the proceeding or any related proceedings or to avoid or reduce any sanctions or relief to be imposed therein; and
3. nothing in this agreement shall be construed as an admission by the Commission or Division relating to the applicability of any statute of limitations to the proceeding or any related proceedings, including any sanctions or relief that may be imposed therein, or to the length of any limitations period that may apply.

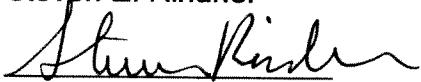
This instrument contains the entire agreement of the parties and may not be changed orally, but only by an agreement in writing.

SECURITIES AND EXCHANGE COMMISSION
DIVISION OF ENFORCEMENT

By: _____
Assistant Director

Date: _____

Steven E. Rindner



Date: _____

Approved as to Form:

Mark J. Hulkower, Esq.
Steptoe & Johnson
1330 Connecticut Ave., NW
Washington, D.C. 20036

Date: 5/31/07

Counsel to Steven E. Rindner